

65-149

FCC 601 Main Form	FCC Application for Wireless Telecommunications Bureau Radio Service Authorization	Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/16/2005 at 01:28PM  File Number: 0002069569
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DOCKET FILE COPY ORIGINAL

1) Radio Service Code: <b>CW</b>	1a) Existing Radio Service Code:
2) Application Purpose: <b>Amendment</b>	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	( <u>N</u> ) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	( <u>N</u> ) <u>Yes</u> <u>No</u>
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number: <b>0002069569</b>
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	( ) <u>Yes</u> <u>No</u>
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	( <u>N</u> ) <u>Yes</u> <u>No</u>
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	( ) <u>Yes</u> <u>No</u>
9) Are attachments being filed with this application?	( <u>Y</u> ) <u>Yes</u> <u>No</u>

**Applicant Information**

10) FCC Registration Number (FRN): <b>0012214029</b>			
11) Licensee is a(n): <b>Limited Liability Corporation</b>			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): <b>Cook Inlet/VS GSM VII PCS, LLC</b>			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To: <b>Sophie Minich</b>			
17) P.O. Box:	And/Or	18) Street Address: <b>2525 C Street</b>	

19) City: <b>Anchorage</b>	20) State: <b>AK</b>	21) Zip Code: <b>99503</b>
22) Telephone Number: <b>(907)263-5137</b>		23) FAX Number: <b>(907)263-5182</b>
24) E-Mail Address: <b>sminich@crl.com</b>		

**Contact Information (If different than applicant)**

25) First Name: <b>Christine</b>	MI: <b>E</b>	Last Name: <b>Enemark</b>	Suffix:
26) Entity Name: <b>Covington &amp; Burling</b>			
27) P.O. Box:	And/Or	28) Street Address: <b>1201 Pennsylvania Ave. NW</b>	
29) City: <b>Washington</b>	30) State: <b>DC</b>	31) Zip Code: <b>20004</b>	
32) Telephone Number: <b>(202)662-5136</b>		33) FAX Number: <b>(202)778-5136</b>	
34) E-Mail Address: <b>cenemark@cov.com</b>			

**Regulatory Status**

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> <b>(Yes) Common Carrier</b> <input type="checkbox"/> <b>(No) Non-Common Carrier</b> <input type="checkbox"/> <b>(No) Private, internal communications</b> <input type="checkbox"/> <b>(No) Broadcast Services</b> <input type="checkbox"/> <b>(No) Band Manager</b>
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**Type of Radio Service**

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input type="checkbox"/> <b>(No) Fixed</b> <input checked="" type="checkbox"/> <b>(Yes) Mobile</b> <input type="checkbox"/> <b>(No) Radiolocation</b> <input type="checkbox"/> <b>(No) Satellite (sound)</b> <input type="checkbox"/> <b>(No) Broadcast Services</b>
37) Interconnected Service? <input checked="" type="checkbox"/> <b>(Y)Yes</b> <input type="checkbox"/> <b>No</b>	

**Fee Status**

38) Is the Applicant exempt from FCC application fees?	<input type="checkbox"/> <b>( )Yes</b> <input checked="" type="checkbox"/> <b>No</b>
39) Is the Applicant exempt from FCC regulatory fees?	<input type="checkbox"/> <b>( )Yes</b> <input checked="" type="checkbox"/> <b>No</b>

**Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)**

40) Is the applicant a foreign government or the representative of any foreign government?	<input checked="" type="checkbox"/> <b>(N)Yes</b> <input type="checkbox"/> <b>No</b>
41) Is the applicant an alien or the representative of an alien?	<input checked="" type="checkbox"/> <b>(N)Yes</b> <input type="checkbox"/> <b>No</b>
42) Is the applicant a corporation organized under the laws of any foreign government?	<input checked="" type="checkbox"/> <b>(N)Yes</b> <input type="checkbox"/> <b>No</b>
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input checked="" type="checkbox"/> <b>(N)Yes</b> <input type="checkbox"/> <b>No</b>

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <u>Y</u> ) Yes <u>No</u>
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### Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( <u>N</u> ) Yes <u>No</u>
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	( <u>N</u> ) Yes <u>No</u>
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <u>N</u> ) Yes <u>No</u>
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	( <u>N</u> ) Yes <u>No</u>

### Aeronautical Advisory Station (Unicom) Certification

49) ( ) I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

### 50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

### General Certification Statements

1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.
5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

**6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.**

### Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: <b>Sophie</b>	MI:	Last Name: <b>Minich</b>	Suffix:
52) Title: <b>President, Manager of Manager</b>			
Signature: <b>Sophie Minich</b>			53) Date: <b>03/16/05</b>
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
<p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

FCC 601 Schedule B	Schedule for Geographically Licensed Services	Approved by OMB 3060 - 0798 See instructions for public burden estimate
		File Number: <b>0002069569</b>

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA007	Albany-Schenectady, NY	C3	3	No
BTA010	Allentown-Bethlehem-Easton, PA	C5	5	No
BTA027	Austin, TX	C4	4	No
BTA036	Bellingham, WA	C4	4	No
BTA036	Bellingham, WA	C5	5	No
BTA047	Bloomington-Bedford, IN	F		No
BTA056	Brownsville-Harlingen, TX	C4	4	No
BTA059	Bryan-College Station, TX	C3	3	No
BTA084	Cleveland-Akron, OH	C3	3	No
BTA110	Denver, CO	C4	4	No
BTA159	Gainesville, FL	C4	4	No

<b>BTA179</b>	<b>Hagerstown, MD-Chambersburg, P</b>	<b>C5</b>	<b>5</b>	<b>No</b>
<b>BTA204</b>	<b>Indianapolis, IN</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA212</b>	<b>Jacksonville, FL</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA226</b>	<b>Kansas City, MO</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA235</b>	<b>Lafayette, IN</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA252</b>	<b>Lexington, KY</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA263</b>	<b>Louisville, KY</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA268</b>	<b>McAllen, TX</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA274</b>	<b>Manchester-Nashua-Concord, NH</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA287</b>	<b>Meadville, PA</b>	<b>C1</b>	<b>1</b>	<b>No</b>
<b>BTA295</b>	<b>Middlesboro-Harlan, KY</b>	<b>C1</b>	<b>1</b>	<b>No</b>
<b>BTA298</b>	<b>Minneapolis-St. Paul, MN</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA318</b>	<b>New Haven-Waterbury-Meriden, C</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA331</b>	<b>Olympia-Centralia, WA</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA336</b>	<b>Orlando, FL</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA364</b>	<b>Providence-Pawtucket, RI-New B</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA374</b>	<b>Richmond-Petersburg, VA</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA376</b>	<b>Roanoke, VA</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA401</b>	<b>San Antonio, TX</b>	<b>C3</b>	<b>3</b>	<b>No</b>
<b>BTA412</b>	<b>Scranton-Wilkes Barre-Hazleton</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA413</b>	<b>Seattle-Tacoma, WA</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA416</b>	<b>Sharon, PA</b>	<b>C1</b>	<b>1</b>	<b>No</b>
<b>BTA428</b>	<b>Springfield, MO</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA441</b>	<b>Temple-Killeen, TX</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA480</b>	<b>Worcester-Fitchburg-Leominster</b>	<b>C5</b>	<b>5</b>	<b>No</b>

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within designated market	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s))	11) The amount of bidding credit as defined by FCC Rules (by Market)	12) Additional amount of bidding credit requested (attach justification)

**Certification Statements****For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

**For Applicants Claiming Eligibility as a Publicly Traded Corporation**

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Applicants Claiming Eligibility using a Control Group Structure**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Rural Telephone Company**

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**For Applicants Claiming Tribal Lands Bidding Credit**

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	03/07/05	Exhibit B - Foreign Ownership	<a href="#">0179994657305573646838828.pdf</a>
Other	03/07/05	Exhibit C - Closed Bidding Eligibility	<a href="#">0179994667305573646838828.pdf</a>
Other	03/07/05	Exhibit D - Designated Entity	<a href="#">0179994677305573646838828.pdf</a>
Other	03/07/05	Exhibit E - Agreements	<a href="#">0179994687305573646838828.pdf</a>
Other	03/07/05	Exhibit H - Geographic Overlap	<a href="#">0179994717305573646838828.pdf</a>
Ownership	03/16/05	Exhibit A (amended) - Ownership	<a href="#">0180015987305573646838828.pdf</a>

**FCC FORM 601  
AMENDED EXHIBIT A  
OWNERSHIP**

**1. General Information**

Cook Inlet/VS GSM VII PCS, LLC (the “Applicant”), is a Delaware limited liability company. The Applicant’s address is:

2525 C Street, Suite 500  
Anchorage, Alaska 99503

As a limited liability company organized in the State of Delaware, the business and affairs of Applicant are managed by its sole member and “manager,” Cook Inlet/VS GSM VII PCS Holdings, LLC (“CIVS Holdings”).

CIVS Holdings is, similarly, a limited liability company organized in the State of Delaware; its business and affairs similarly are managed by its “manager,” Cook Inlet Voice and Data Services, Inc. (“CIVDS”). CIVDS, as the manager of the Applicant’s manager, has indirect management responsibility for the Applicant; therefore, the officers of CIVDS are ultimately responsible for the business and affairs of the Applicant, including preparing and filing the instant application on behalf of the Applicant. The CIVDS officers are: Sophie Minich, President; Barbara Donatelli, Secretary and Treasurer; and Mark Kroloff, Vice President. All three officers of CIVDS are United States citizens, and can be reached at the above address.

**2. Ownership Information**

The Applicant is a single member limited liability company. The sole member and manager of the Applicant is CIVS Holdings, a Delaware limited liability company. CIVS Holdings, in turn, has two members. The first, CIVDS, a Delaware corporation, owns one hundred percent of the Class A membership interests in CIVS Holdings and is the sole manager thereof (and is the indirect manager of the Applicant). CIVDS is a wholly owned direct subsidiary of Cook Inlet Region, Inc. (“CIRI”), an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. §§ 1601 *et seq.* (the “Act”). The address of each of CIVS Holdings, CIVDS and CIRI is:

2525 C Street, Suite 500  
Anchorage, Alaska 99503

The other member of CIVS Holdings is VoiceStream PCS BTA I Corporation (“VS BTA I”), a Delaware corporation, which owns one hundred percent of the Class B

membership interests in CIVS Holdings. VS BTA I,<sup>1</sup> in turn, is a wholly owned subsidiary of VoiceStream PCS BTA Corporation (“VS BTA”), a Delaware corporation. VS BTA, in turn, is a wholly owned subsidiary of VS Washington Corporation (“VS Washington”), a Washington corporation. VS Washington, in turn, is a wholly owned subsidiary of VoiceStream PCS Holding LLC (“VS PCS”), a Delaware limited liability company. VS PCS, in turn, is a wholly owned subsidiary of T-Mobile USA, Inc. (“T-Mobile”), a Delaware corporation. T-Mobile, in turn, is a wholly owned subsidiary of T-Mobile Global Holding GmbH (“TMGH”). TMGH, in turn, is a wholly owned subsidiary of T-Mobile International AG & Co. KG (“TMIAG”). TMIAG, in turn, is a wholly owned subsidiary of T-Mobile International Holding GmbH (“TMIH”). TMIH directly holds a 99 percent limited partnership interest in TMIAG, and indirectly, through T-Mobile International AG, a wholly-owned subsidiary of TMIH, holds a one percent general partnership interest in TMIAG. TMIH, in turn, is a wholly owned subsidiary of Deutsche Telecom AG (“DT”).

The address of VS BTA I, VS BTA, VS Washington, VS PCS, and T-Mobile is:

12920 SE 38th Street  
Bellevue, Washington 98006

The address of TMGH, TMIAG, TMIH is:

Kennedy-Allee I-5  
53175 Bonn, Germany

The address of DT is:

140 Friedrich-Ebert-Allee  
53113 Bonn, Germany

The following entities have a ten percent or greater interest in T-Mobile:

The Federal Republic of Germany (“FRG”) directly owns approximately 23 percent of the shares of DT, which, through its subsidiaries, holds 100 percent of T-Mobile’s shares. FRG also holds an indirect interest in DT through Kreditanstalt für Wiederaufbau (“KfW”), a bank controlled by the German government. FRG owns 80 percent of KfW, which directly owns approximately 15 percent of the shares of DT. Thus, FRG is deemed to hold approximately 38 percent of DT and, indirectly, T-Mobile.

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<sup>1</sup> The information in this exhibit was collected based on information that is publicly available about T-Mobile and information provided to Applicant by T-Mobile; none of Applicant, Applicant’s manager or Applicant’s manager’s manager has independent knowledge or information about T-Mobile’s corporate structure or licensee subsidiaries.



### 3. Information on FCC Regulated Entities

CIRI has a direct interest in Cook Inlet Region of Georgia, Inc., a Georgia corporation that holds certain PCS licenses. In addition, CIRI has an indirect interest in the following entities that currently hold Commission licenses or have applied to hold Commission licenses:

COMPANY NAME	BUSINESS
Alaska Interstate Construction, LLC <sup>2</sup>	construction
CIRI Alaska Tourism Corporation	boat tours, lodging and tourism
Peak Oilfield Service Company	oilfield services and construction

T-Mobile has an indirect interest in each of the following entities that hold Commission licenses, none of which has any affiliation or other relationship to the Applicant:

COMPANY NAME	BUSINESS
BCN Communications, LLC	wireless telephony
CIVS IV License Sub I, LLC	wireless telephony
Cook Inlet/VS GSM IV PCS, LLC	wireless telephony
Cook Inlet/VS GSM V PCS, LLC	wireless telephony
Cook Inlet/VS GSM VI PCS, LLC	wireless telephony
D&E/Omnipoint Wireless Joint Venture, LP	wireless telephony
Eliska Wireless Ventures License Subsidiary I, LLC	wireless telephony
GTE Wireless Cincinnati, LLC	wireless telephony
Iowa Wireless Services Holding Corporation	wireless telephony
Monet Bismarck LHC, Inc.	wireless telephony
Monet Duluth LHC, Inc.	wireless telephony
Monet Eau Claire LHC, Inc.	wireless telephony
Monet Fargo LHC, Inc.	wireless telephony
Monet Grand Forks LHC, Inc.	wireless telephony
Monet Sioux Falls, Inc.	wireless telephony
Omnipoint Albany Schenectady-Glens Falls E License, LLC	wireless telephony
Omnipoint Atlantic City License, LLC	wireless telephony

<sup>2</sup> CIRI's interest in Alaska Interstate Construction, LLC, is a non-controlling, non-management interest.

COMPANY NAME	BUSINESS
Omnipoint Boston Area DE License, LLC	wireless telephony
Omnipoint Boston D License, LLC	wireless telephony
Omnipoint Buffalo Area DE License, LLC	wireless telephony
Omnipoint Buffalo-Olean D License, LLC	wireless telephony
Omnipoint Communications Enterprises, LP	wireless telephony
Omnipoint Communications, Inc.	wireless telephony
Omnipoint DC Area License Holdings, LLC	wireless telephony
Omnipoint DC-Salisbury D License, LLC	wireless telephony
Omnipoint Dover License, LLC	wireless telephony
Omnipoint Facilities Spectrum 2, LLC	wireless telephony
Omnipoint Holdings, Inc.	wireless telephony
Omnipoint Little Rock-El Dorado E License, LLC	wireless telephony
Omnipoint Miami E License, LLC	wireless telephony
Omnipoint MI-Indiana Area DE License, LLC	wireless telephony
Omnipoint MI-Indiana-Findlay D License, LLC	wireless telephony
Omnipoint MI-Indiana-Lima D License, LLC	wireless telephony
Omnipoint New England DE License, LLC	wireless telephony
Omnipoint NY MTA License, LLC	wireless telephony
Omnipoint Philadelphia-E. Lancaster E License, LLC	wireless telephony
Omnipoint Philadelphia License, LLC	wireless telephony
Omnipoint Salina E. Hutchison E License, LLC	wireless telephony
Omnipoint St. Louis Area DE License, LLC	wireless telephony
Powertel, Inc.	wireless telephony
Powertel Atlanta Licenses, Inc.	wireless telephony
Powertel Birmingham Licenses, Inc.	wireless telephony
Powertel Jacksonville Licenses, Inc.	wireless telephony
Powertel Kentucky Licenses, Inc.	wireless telephony
Powertel Knoxville Licenses, Inc.	wireless telephony
Powertel Memphis Licenses, Inc.	wireless telephony
Powertel Nashville Licenses, Inc.	wireless telephony
VoiceStream Columbus, Inc.	wireless telephony

Cook Inlet/VS GSM VII PCS, LLC

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Exhibit A -- amended

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COMPANY NAME	BUSINESS
VoiceStream GSM I, LLC	wireless telephony
VoiceStream GSM II, LLC	wireless telephony
VoiceStream GSM III, LLC	wireless telephony
VoiceStream GSM I License Company, LLC	wireless telephony
VoiceStream Houston, Inc.	wireless telephony
VoiceStream Kansas City, Inc.	wireless telephony
VoiceStream Minneapolis, Inc.	wireless telephony
VoiceStream PCS BTA I License Corporation	wireless telephony
VoiceStream PCS I License, LLC	wireless telephony
VoiceStream PCS II License Corporation	wireless telephony
VoiceStream PCS III License Corporation	wireless telephony
VoiceStream PCS LMDS Corporation	wireless telephony
VoiceStream Pittsburgh, LP	wireless telephony
VoiceStream Tampa/Orlando, Inc.	wireless telephony
VoiceStream PV/SS PCS, LP	wireless telephony
Wireless Alliance, LLC	wireless telephony

**FCC FORM 601  
EXHIBIT C  
CLOSED BIDDING ELIGIBILITY**

Applicant is a qualified entrepreneur and therefore eligible to bid on and acquire the closed C block PCS licenses auctioned in Auction 58 in accordance with the Commission's rules.

Affiliates of Applicant: For purposes of the Commission's affiliation rules, as set forth in Sections 1.2110(b) and (c) of the Commission's rules, the Applicant has no affiliates.

The Applicant is wholly owned by CIVS Holdings, a Delaware limited liability company. CIVS Holdings is controlled by CIVDS, a Delaware corporation. CIVDS owns one hundred percent of the Class A membership interests in CIVS Holdings and, as a result, is the Manager of CIVS Holdings with the sole authority to control and manage the day-to-day operations of CIVS Holdings and its subsidiaries, including the Applicant. CIVDS is, in turn, a wholly owned, direct subsidiary of CIRI. CIRI is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act (43 U.S.C. §§ 1601 *et seq.*) (the "ANCS Act"). According to Section 1.2110(c)(2)(xi) of the Commission's rules, corporations such as CIRI organized under the ANCS Act, and any entities owned or controlled by such corporations, shall not constitute "affiliates" of any applicant that is owned and controlled by such corporation, and the revenues and assets of such corporations and the entities it owns or controls shall not be attributed to the applicant for purposes of determining the applicant's eligibility for closed licenses.<sup>1</sup> Because CIRI is a corporation organized under the ANCS Act, CIVDS is a corporation wholly owned and controlled by CIRI, and CIVS Holdings is a company owned and controlled by CIVDS, none of CIVS Holdings, CIVDS or CIRI (nor any other entities owned or controlled by CIVS Holdings, CIVDS or CIRI) are affiliates of the Applicant, and the revenues and assets of CIVS Holdings, CIVDS, CIRI, and their respective corporate affiliates are not attributable to the Applicant.

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<sup>1</sup> 47 C.F.R. § 1.2110(c)(2)(xi) specifically provides that

For purposes of this section, Indian tribes or Alaska Regional or Village Corporations organized pursuant to the Alaska Native Claims Settlement Act (43 U.S.C. §§ 1601 *et seq.*), or entities owned and controlled by such tribes or corporations, are not considered affiliates of an applicant (or licensee) that is owned and controlled by such tribes, corporations or entities, . . . except that gross revenues derived from gaming activities conducted by affiliated entities pursuant to the Indian Gaming Regulatory Act (25 U.S.C. 2710 *et seq.*) will be counted in determining such applicant's (or licensee's) compliance with the financial requirements of this section . . . .

None of CIRI and its affiliates has gaming revenues regulated under the Indian Gaming Regulatory Act.

The other member of CIVS Holdings is VS BTA I, a Delaware limited liability company. VS BTA I holds one hundred percent of the Class B membership interests in CIVS Holdings; as a result, while CIVS Holdings's operating agreement grants VS BTA I certain standard investment protections, VS BTA I has no authority to control the management and the day-to-day operations of CIVS Holdings or its subsidiaries. Thus, VS BTA I's direct interest in CIVS Holdings and indirect interest in the Applicant constitute a nonattributable equity investment in CIVS Holdings and in Applicant, in accordance with Section 1.2110(c) of the Commission's rules. Because T-Mobile, through VS BTA I, has no power to control CIVS Holdings and its subsidiaries, pursuant to these rules none of T-Mobile (or its parent company, DT), VS BTA I or the entities that own or control T-Mobile and the entities owned or controlled by T-Mobile is considered an affiliate of Applicant for purposes of the Commission's affiliation rules.

Section 1.2110(c)(2) of the Commission's rules sets forth the specific requirements for establishing which entities hold a controlling interest in an applicant and which do not, for purposes of the Commission's small business attribution rules. Pursuant to these rules, CIVDS has *de jure* control over CIVS Holdings and its subsidiaries, including the Applicant, because it holds one hundred percent of the Manager, or controlling, interests in CIVS Holdings.

In addition, under Section 1.2110(c)(2) of the Commission's rules, CIVDS has *de facto* control over CIVS Holdings and thus over the Applicant. CIRI, through CIVDS, initially contributed 50.1 percent of the equity of the Applicant through CIVS Holdings, subject, however, to CIVS Holdings's right to call additional capital from T-Mobile through VS BTA I up to the point at which CIVDS's equity investment in Applicant is diluted to fifteen percent. Upon grant of the licenses that are the subject of this application, CIVDS will have contributed \$80,050,100, or 34.02% of the equity of the Applicant. Because it owns one hundred percent of the Class A membership interests in CIVS Holdings, pursuant to the company's operating agreement CIVDS has the sole authority to manage the operations of CIVS Holdings and the Applicant, including the authority to appoint, promote, demote and fire senior executives that control the day-to-day activities of CIVS Holdings and the Applicant. Thus, pursuant to the Commission's rules, CIVDS, and ultimately CIRI, have ultimate *de facto* control of the Applicant.

T-Mobile, on the other hand, has neither *de jure* nor *de facto* control of CIVS Holdings or the Applicant. Specifically, T-Mobile holds only Class B membership interests (through VS BTA I) in CIVS Holdings and thus, according to the Applicant's operating agreement, has no authority to manage or control the business and operations of CIVS Holdings or its subsidiaries. More specifically, T-Mobile does not have the authority to hire senior executives or take other actions to manage or control the day-to-day activities of CIVS Holdings or the Applicant. Therefore, under Section 1.2110(c)(2) of the Commission's rules, T-Mobile does not have *de jure* or *de facto* control over CIVS Holdings or the Applicant, and neither T-Mobile's assets and revenues nor the assets and revenues of its corporate affiliates (including DT

and its subsidiaries) should be attributed to Applicant for purposes of determining its eligibility to hold any of the closed C block licenses auctioned in Auction 58.

Therefore, none of CIRI's or T-Mobile's revenues or assets, the revenues or assets of the entities that own or control T-Mobile and the entities owned or controlled by CIRI or T-Mobile are attributable to the Applicant.

Revenues and Assets of the Applicant: To qualify as an entrepreneur, eligible to bid on and hold the closed C block PCS licenses subject to Auction 58, the Applicant, together with its affiliates and controlling interest holders, must have had gross revenues of less than \$125 million in each of the last two years and total assets of less than \$500 million as of the date the application is filed. The Applicant was formed on November 24, 2004; its assets as of the date of the filing of the short form application (FCC Form 175), and its revenues for each of the previous two years were as follows:

Total Assets:	\$100,000
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2004 Gross Revenues:	\$0
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2003 Gross Revenues:	\$0
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Thus, the Applicant is a qualified entrepreneur and is eligible to bid on and hold the closed C block licenses auctioned in Auction 58.

**FCC FORM 601  
EXHIBIT D  
DESIGNATED ENTITIES**

Applicant is a qualified very small business and therefore eligible to receive a twenty five percent (25%) bidding credit on its winning bids for C and F block PCS licenses in open bidding in Auction 58 in accordance with the Commission's rules.

Affiliates of Applicant: For purposes of the Commission's affiliation rules, as set forth in Sections 1.2110(b) and (c) of the Commission's rules, the Applicant has no affiliates.

The Applicant is wholly owned by CIVS Holdings, a Delaware limited liability company. CIVS Holdings is controlled by CIVDS, a Delaware corporation. CIVDS owns one hundred percent of the Class A membership interests in CIVS Holdings and, as a result, is the Manager of CIVS Holdings with the sole authority to control and manage the day-to-day operations of CIVS Holdings and its subsidiaries, including the Applicant. CIVDS is, in turn, a wholly owned, direct subsidiary of CIRC. CIRC is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act (43 U.S.C. §§ 1601 *et seq.*) (the "ANCS Act"). According to Section 1.2110(c)(2)(xi) of the Commission's rules, corporations such as CIRC organized under the ANCS Act, and any entities owned or controlled by such corporations, shall not constitute "affiliates" of any applicant that is similarly owned and controlled by such corporation, and the revenues of such corporations and the entities it owns or controls shall not be attributed to the applicant for purposes of determining the applicant's eligibility for bidding credits on open licenses.<sup>1</sup> Because CIRC is a corporation organized under the ANCS Act, CIVDS is a corporation wholly owned and controlled by CIRC, and CIVS Holdings is a company owned and controlled by CIVDS, none of CIVS Holdings, CIVDS or CIRC (nor any other entities owned or controlled by CIVS Holdings, CIVDS or CIRC) is an affiliate of the Applicant, and the revenues of CIVS Holdings, CIVDS, CIRC, and their respective corporate affiliates are not attributable to the Applicant.

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<sup>1</sup> 47 C.F.R. § 1.2110(c)(2)(xi) specifically provides that

For purposes of this section, Indian tribes or Alaska Regional or Village Corporations organized pursuant to the Alaska Native Claims Settlement Act (43 U.S.C. §§ 1601 *et seq.*), or entities owned and controlled by such tribes or corporations, are not considered affiliates of an applicant (or licensee) that is owned and controlled by such tribes, corporations or entities, . . . except that gross revenues derived from gaming activities conducted by affiliated entities pursuant to the Indian Gaming Regulatory Act (25 U.S.C. 2710 *et seq.*) will be counted in determining such applicant's (or licensee's) compliance with the financial requirements of this section . . . .

None of CIRC and its affiliates has gaming revenues regulated under the Indian Gaming Regulatory Act.

The other member of CIVS Holdings is VS BTA I, a Delaware limited liability company. VS BTA I holds one hundred percent of the *Class B membership interests in CIVS Holdings*; as a result, while CIVS Holdings's operating agreement grants VS BTA I certain standard investment protections, VS BTA I has no authority to control the management and the day-to-day operations of CIVS Holdings or its subsidiaries. Thus, VS BTA I's direct interest in CIVS Holdings and indirect interest in the Applicant constitute a nonattributable equity investment in CIVS Holdings and in Applicant, in accordance with Section 1.2110(c) of the Commission's rules. Because T-Mobile, through VS BTA I, has no power to control CIVS Holdings and its subsidiaries, pursuant to these rules none of T-Mobile (or its parent company, DT), VS BTA I or the entities that own or control T-Mobile and the entities owned or controlled by T-Mobile is considered an affiliate of Applicant for purposes of the Commission's affiliation rules.

Section 1.2110(c)(2) of the Commission's rules sets forth the specific requirements for establishing which entities hold a controlling interest in an applicant and which do not, for purposes of the Commission's small business attribution rules. Pursuant to these rules, CIVDS has *de jure* control over CIVS Holdings and its subsidiaries, including the Applicant, because it holds one hundred percent of the Manager, or controlling, interests in CIVS Holdings.

In addition, under Section 1.2110(c)(2) of the Commission's rules, CIVDS has *de facto* control over CIVS Holdings and thus over the Applicant. CIRI, through CIVDS, initially contributed 50.1 percent of the equity of the Applicant through CIVS Holdings, subject, however, to CIVS Holdings's right to call additional capital from T-Mobile through VS BTA I up to the point at which CIVDS's equity investment in Applicant is diluted to fifteen percent. Upon grant of the licenses that are the subject of this application, CIVDS will have contributed \$80,050,100, or 34.02% of the equity of the Applicant. Because it owns one hundred percent of the Class A membership interests in CIVS Holdings, pursuant to the company's operating agreement CIVDS has the sole authority to manage the operations of CIVS Holdings and the Applicant, including the authority to appoint, promote, demote and fire senior executives that control the day-to-day activities of CIVS Holdings and the Applicant. Thus, pursuant to Commission's rules, CIVDS, and ultimately CIRI, have ultimate *de facto* control of the Applicant.

T-Mobile, on the other hand, has neither *de jure* nor *de facto* control of CIVS Holdings or the Applicant. Specifically, T-Mobile holds only Class B membership interests (through VS BTA I) in CIVS Holdings and thus, according to the Applicant's operating agreement, has no authority to manage or control the business and operations of CIVS Holdings or its subsidiaries. More specifically, T-Mobile does not have the authority to hire senior executives or take other actions to manage or control the day-to-day activities of CIVS Holdings or the Applicant. Therefore, under Section 1.2110(c)(2) of the Commission's rules, T-Mobile does not have *de jure* or *de facto* control over CIVS Holdings or the Applicant, and neither T-Mobile's revenues nor the revenues of its corporate affiliates (including DT and its subsidiaries)



should be attributed to Applicant for purposes of determining its eligibility to receive a bidding credit on the open C and F block licenses being auctioned in Auction 58.

Therefore, none of the revenues of CIRI or T-Mobile, of the entities that own or control T-Mobile, or of the entities owned or controlled by CIRI or T-Mobile are attributable to the Applicant.

Revenues of the Applicant: To qualify as a very small business and receive a twenty five percent (25%) bidding credit pursuant to Sections 24.712 (with respect to open C block licenses) and 24.717 (with respect to all F block licenses) of the Commission's rules, Applicant, together with its affiliates and controlling interest holders, must have had average annual gross revenues of not more than \$15 million over the last three years. The Applicant was formed on November 24, 2004; its revenues for each of the previous three years were as follows:

2004 Gross Revenues:	\$0
2003 Gross Revenues:	\$0
2002 Gross Revenues	\$0

Thus, the Applicant is a qualified very small business and is eligible to receive a twenty five percent (25%) bidding credit on its winning bids on C and F block licenses auctioned in open bidding in Auction 58.

**FCC FORM 601**  
**EXHIBIT E**  
**AGREEMENTS AND OTHER INSTRUMENTS**

**I. Applicant's Agreements with T-Mobile.**

1. Operating Agreement – Applicant. Applicant is a single member limited liability company organized in the State of Delaware for the purpose of acquiring and operating certain PCS licenses. The sole member and Manager of Applicant is CIVS Holdings; as such, CIVS Holdings has the ability and authority to control the business and operations of Applicant, subject to the provisions of its own limited liability company operating agreement.

2. Operating Agreement – CIVS Holdings. CIVS Holdings is a Delaware limited liability company with two members. The first member, CIVDS, as of the date of this application, has contributed 50.1 percent, or \$23,615,913 in cash, of CIVS Holdings' total equity and holds all of the Class A membership interests of CIVS Holdings. The second member, VS BTA I, has contributed 49.9 percent, or \$23,521,637 in cash, of CIVS Holdings' total equity and holds all of the Class B membership interests of CIVS Holdings. Upon grant of the licenses, CIVDS will have contributed 34.02 percent, or \$80,050,100 in cash, of CIVS Holdings' total equity and VS BTA I will have contributed 65.98 percent, or \$155,237,650 in cash, of CIVS Holdings' total equity. Pursuant to its limited liability company operating agreement (the "CIVS Holdings Operating Agreement"), CIVS Holdings has the right to call additional capital from VS BTA I until the point that such additional capital contributions dilute CIVDS's equity interest in CIVS Holdings to fifteen percent of the total equity. Any distributions made by CIVS Holdings are made based on the total equity interest held by each member.

CIVDS is and will remain the sole Manager of CIVS Holdings regardless of whether CIVS Holdings exercises its right to call additional capital from VS BTA I. The Operating Agreement specifically provides CIVDS with the exclusive right and power to manage, operate and control CIVS Holdings, to make all decisions necessary or appropriate to carry on the business and affairs of CIVS Holdings, to exercise all the rights and powers of a manager under Delaware limited liability company law, including the full and exclusive power and authority to act for and to bind CIVS Holdings, subject only to specified standard investment protection provisions described below. In addition, the CIVS Holdings Operating Agreement provides that the Manager shall have all specific rights and powers required or appropriate for the day-to-day management of the business of CIVS Holdings. The CIVS Holdings Operating Agreement further specifies that CIVDS, as Manager, has the right to (a) acquire, by purchase or lease, or contract for the acquisition or construction of, property, including real property, and improvements thereto, for company use, hold company properties in the name of CIVS Holdings, and transfer, sell, lease or assign in the ordinary course of business any company property for any company purpose; (b) borrow money from banks, other lending institutions or other sources, including CIVDS and its corporate affiliates, for company purposes, issue evidences of indebtedness in connection therewith, and, in connection therewith, mortgage,

pledge or create other security interests in any or all of CIVS Holdings' properties and income therefrom to secure or provide for the repayment of such borrowing; (c) employ and dismiss from employment any and all employees, agents, independent contractors, attorneys and accountants; (d) operate CIVS Holdings' businesses and enter into contracts for the management or operation of such businesses, including contracts for supplies, materials, labor, manufacture and distribution; (e) enter into license agreements as both licensor and licensee for the license of technology, patents, trademarks, trade names, copyrights and other intellectual property; (f) acquire and enter into any contract of insurance that CIVDS deems necessary and proper for the protection of CIVS Holdings, its properties and businesses; (g) enter into and carry out contracts and agreements of all kinds and to execute on behalf of CIVS Holdings any and all documents or instruments of any kind that CIVDS may deem appropriate for carrying out the purposes of CIVS Holdings; (h) make all payments required of CIVS Holdings pursuant to this Agreement and for all direct and indirect costs and expenses incurred in the conduct of its business; (i) supervise the preparation and filing of all federal, state and local tax and information returns which CIVS Holdings may be required to file; (j) institute, prosecute and compromise lawsuits and proceedings in the name and on behalf of CIVS Holdings; (k) apply for and acquire any and all licenses, permits or the like that are necessary to conduct the business of CIVS Holdings, including, without limitation, FCC approvals and licenses, and contest any determination by any government agency, including, without limitation, those of the FCC; (l) make temporary investments of CIVS Holdings' excess funds on behalf of CIVS Holdings; and (m) execute, acknowledge and deliver any and all instruments necessary to effectuate the foregoing. CIVDS is, however, specifically prohibited from taking any action in contravention of the CIVS Holdings Operating Agreement or limited liability company law, taking any action that would make it impossible to carry on the ordinary business of CIVS Holdings, which shall not include acts permitted or contemplated by this Agreement, possessing CIVS Holdings property, assigning its rights as Manager in specific company property, for other than a company purpose, admitting a person as a member to CIVS Holdings other than pursuant to the CIVS Holdings Operating Agreement, or amending the CIVS Holdings Operating Agreement or CIVS Holdings' Certificate of Formation other than as specifically contemplated by the CIVS Holdings Operating Agreement.

VS BTA I enjoys certain standard investment protections. The Operating Agreement specifically provides that the approval of both the Class A member and Class B member is required to (a) issue interests in CIVS Holdings directly from CIVS Holdings to any person and admit any such person to CIVS Holdings as a member; (b) enter into any agreement that provides for payments by or to CIVS Holdings in excess of \$1,000,000 (except as approved by both the Class A member and the Class B member, the then-current annual budget or any agreement or program properly authorized or previously approved); (c) make any expenditure that would cause expenditures to exceed those budgeted in CIVS Holdings' then-current annual budget in force at the time of the expenditure by more than ten percent (10%), except for expenditures made pursuant to any agreement or program properly authorized by the Manager or previously approved and expenditure increases consistent with corresponding increases in revenues in excess of budgeted amounts; (d) incur any indebtedness in the name of CIVS Holdings, modify, extend, renew, refinance or restructure such debt, pledge, assign or otherwise

utilize any assets of CIVS Holdings as security for any indebtedness (except for indebtedness arising out of an individual or a related series of transactions from time to time in the aggregate principal amount of \$1,000,000 or less or any indebtedness approved or authorized in the then-current annual budget and incurred on a wholly non-recourse basis as to all of the members); (e) sell, transfer, exchange, lease, mortgage, pledge or assign, or enter into any agreement for the sale, transfer, exchange, lease, mortgage, pledge or assignment of, any of the licenses, or all or substantially all of CIVS Holdings' assets, except as provided therein; (f) remove any member or reclassify any membership interest; (g) reorganize, consolidate or merge CIVS Holdings into or with any other person, or acquire any interest in any other person or, except in the ordinary course of business, any significant portion of the assets of any other person, or agree to enter into any partnership or joint venture; (h) change CIVS Holdings' business to extend beyond the existing scope of business; (i) make, authorize, or adopt any agreement between CIVS Holdings and any member or any affiliate of any member that provides for payments in excess of \$500,000 in the aggregate, or accept any loan from the Manager or any affiliate thereof; (j) make any change to the then-current annual budget where such change exceeds \$1,000,000; (k) modify the policy of CIVS Holdings with respect to distribution of cash or determine that CIVS Holdings should make an extraordinary distribution, defined as a distribution in excess of five percent (5%) of the fair market value of CIVS Holdings; (l) appoint or terminate an accounting firm for CIVS Holdings other than an approved Certified Public Accountant or select or change an accounting method or election that may have a material impact on CIVS Holdings' profit and loss; (m) pay or incur any costs, fees or expenses (including without limitation legal fees or expenses) in excess of \$600,000 in the aggregate for or in connection with any action, suit or proceeding relating to the final award or the validity of any licenses or in a license auction; (n) liquidate or dissolve CIVS Holdings; (o) obligate CIVS Holdings as a surety, guarantor or accommodation party to any obligation of any other Person, other than as contemplated by the then-current annual budget; or (p) amend the Operating Agreement or the Certificate of Formation of CIVS Holdings.<sup>1</sup>

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<sup>1</sup> The Commission previously has found that standard investment protections such as these, adopted by a licensee for the benefit of a noncontrolling investor, are permissible and do not suggest that the investor has *de facto* control over a licensee as a result of these protections. See *Implementation of Section 309(j) of the Communications Act – Competitive Bidding, Fifth Memorandum Opinion and Order*, 10 FCC Rcd 403, 447-49 (1994); see also *Request of MCI Communications Corporation and British Telecommunications PLC, Joint Petition for Declaratory Ruling Concerning Section 310(b)(4) and (d) of the Communications Act of 1934, As Amended*, Declaratory Ruling and Order, 9 FCC Rcd 3960, 3962 (1994) (finding that investor protections giving a minority investor the right to block certain significant transactions, absent the power to compel such transactions, does not afford the minority investor *de facto* control); *News International PLC, Petitions for Relief*, Memorandum Opinion and Order, 97 FCC2d 349, 351 (1984).

The CIVS Holdings Operating Agreement requires the Manager to cause CIVS Holdings to manage Applicant in a manner that is consistent with, and subject to the limitations of, the CIVS Holdings Operating Agreement.

Finally, the CIVS Holdings Operating Agreement restricts CIVDS and its corporate affiliates from acquiring any interest greater than five percent in any company that holds a PCS license in any market in which T-Mobile itself holds a PCS license or has an interest in an entity that holds a PCS license.

3. Exchange Rights Agreement. CIVDS, T-Mobile and DT have entered into an exchange rights agreement which gives CIVDS the right to exchange its membership interest in CIVS Holdings for cash or stock in DT under certain conditions.

4. Technical Services Agreement. Applicant and T-Mobile are in the process of negotiating an agreement pursuant to which T-Mobile will provide certain technical services to Applicant in connection with Applicant's construction and operation of PCS systems using the licenses on which Applicant was the winning bidder in Auction 58. In general, the terms of the agreement will not extend to T-Mobile the ability to control Applicant, as required by the Commission's rules with respect to such agreements.<sup>2</sup> Although the terms have not been finalized, Applicant contemplates that, pursuant to the terms of the technical services agreement, T-Mobile will, subject to Applicant's ultimate authority and control, provide certain operational, engineering, maintenance, construction, insurance, repair and other similar technical services as necessary for the construction and operation of Applicant's PCS systems. Applicant will retain the right to oversee all such services, including, for example, the right to approve all construction, construction schedules and budgets in advance and shall bear all costs associated with the provision of such services.

5. Switching and Equipment Lease Agreement. Applicant and T-Mobile are in the process of negotiating a switching and equipment lease with T-Mobile whereby T-Mobile would lease certain equipment and switching capacity to Applicant for use in connection with the operating of PCS systems using the licenses on which Applicant was the winning bidder in Auction 58. Although the terms have not been finalized, Applicant contemplates that the equipment to be leased will vary on a market-by-market basis, depending on the specific technical requirements of Applicant's system in each market, but that the agreement will be a long term agreement for the term of the license, terminable by Applicant for standard commercial reasons and otherwise on advance written notice, and terminable by T-Mobile only for cause (*i.e.*, material breach).

6. Wholesale Agreement. Applicant and T-Mobile are in the process of negotiating a wholesale agreement, pursuant to which Applicant would sell to T-Mobile certain of the minutes on its PCS systems. Although the terms have not been finalized, Applicant

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<sup>2</sup> See 47 C.F.R. § 1.2110(c)(2)(ii)(H).

contemplates that the sale of minutes to T-Mobile will be subject to Applicant's own right to sell the minutes on its *PCS systems to its own customers*.

## **II. Other Third Party Agreements – CIRC.**

On Exhibit B of Applicant's FCC Form 175 application submitted in connection with Auction 58, Applicant disclosed, in an overabundance of caution, a number of third parties with which Applicant or other subsidiaries of CIRC had agreements or understandings in place at the time that application was filed. For clarification, the agreements are described below, although none of these agreements directly related to the competitive bidding process in Auction 58 or Applicant, and Applicant believes that none of the third parties participated as bidders in Auction 58.

1. Commnet: Cook Inlet Region of Georgia, Inc. ("CIRG"), a wholly-owned subsidiary of CIRC, has entered into an asset purchase agreement with Commnet Wireless, LLC, for the purchase of CIRG's PCS license to operate in a 10 MHz portion of the C-block in the Sierra Vista, Arizona BTA, BTA No. 420, Call Sign WPQZ728. The assignment application with respect to this license is currently pending on file with the Commission.

2. WWC Holding Co., Inc. and WWC License, Inc.: CIRG and WWC Holding Co., Inc. are parties to a spectrum manager lease agreement with respect to CIRG's C-block PCS license in the Aberdeen, South Dakota BTA, BTA No. 001, Call Sign WPOJ731. Pursuant to the lease agreement and applicable Commission rules, CIRG, as the lessor, retains *de jure* and *de facto* control over the license. Since the date of the lease agreement, CIRG and WWC License, Inc., an affiliate of WWC Holding Co., Inc., entered into an asset purchase agreement for the purchase of the Aberdeen license. The assignment application with respect to this license is currently pending on file with the Commission.

## **III. Other Third Party Agreements – T-Mobile.**

Applicant also disclosed, in an overabundance of caution, a number of third parties with which T-Mobile or its affiliates had agreements or understandings in place at the time that application was filed. For clarification, the agreements are described below, although none of these agreements directly related to the competitive bidding process in Auction 58 or Applicant.

1. Cingular Wireless, LLC ("Cingular") and Pacific Telesis Mobile Services, LLC ("PacTel"): In connection with the termination of an existing infrastructure sharing arrangement involving the New York, California and Nevada markets, T-Mobile has entered into an agreement to acquire B block PCS licenses in the San Francisco-Oakland-San Jose, CA, Sacramento, CA and Las Vegas, NV BTAs, to be partitioned and disaggregated from Call Signs KNLF205 and KNLF209, from PacTel. The acquisition of these licenses closed on January 5, 2005. Additionally, the agreement provided to T-Mobile an option, exercisable subject to certain conditions, to purchase additional licenses from PacTel. T-Mobile and Cingular or their

respective affiliates have entered into other agreements relating to the unwind transaction described above.

2. Edge Wireless, LLC ("Edge"): T-Mobile has entered into an agreement for reciprocal roaming onto portions of each other's networks with Edge.

3. Triton PCS License Company, LLC ("Triton"): T-Mobile has entered into an agreement for reciprocal roaming onto portions of each other's networks with Triton.

**FCC FORM 601**  
**EXHIBIT H**  
**GEOGRAPHIC OVERLAP STATEMENT**

As described in Exhibits C and D of this application, for purposes of the Commission's affiliation rules, the Applicant has no affiliates. Prior to participating in Auction 58, Applicant held no Commission licenses.

The Applicant would note for the Commission that T-Mobile and its corporate affiliates, which holds an indirect equity interest in the Applicant, hold a number of Commission licenses, some of which have a geographic overlap with the licenses on which the Applicant was the winning bidder in Auction 58. More information about these licenses and the applicable geographic overlap is available from T-Mobile upon the Commission's request.



**FCC 602  
Main Form**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB

3060 - 0799

See instructions for

Public burden estimate

Submitted

03/15/2005 at 4:43 PM

File Number:

0002086692

**Filing Type**

1a) ☒ Current Filing

☐ Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? ☐ Yes ☒ No

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

**Filer Information**

2) First Name (if individual):

MI:

Last Name:

Suffix:

3) Filer Name (if entity):

Cook Inlet/VS GSM VII PCS, LLC

4) FCC Registration Number (FRN):

12214029

**5) Contact Information**

Name and Address:

Sophie Minich

PO BOX

2525 C Street, Suite 500

Anchorage AK 99503

Telephone Number:

907-263-5137

Fax Number:

907-263-5182

E-mail Address:

sminich@ciri.com

**Related FCC Regulated Businesses of Filer**

6a)  
Name of all FCC-Regulated Businesses owned by  
Filer (use additional sheets, if necessary):

6b)  
Principal Business:

6c)  
FCC Registration Number  
(FRN):

6d) Percent of Interest Held:

**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

First Name:

Sophie

MI:

Last Name:

Minich

Suffix:

Title:

President, Manager of Manager

Signature:

Sophie Minich

Date:

3/15/2005

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**FCC 602**  
Schedule A

**FCC Ownership Disclosure Information for the**  
**Wireless Telecommunications Services**  
**Schedule for Disclosable Interest Holders**

Approved by OMB  
3080-0799  
See instructions for  
Public burden estimate

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet VS/GSM VII PCS Holdings, LLC		3) FCC Registration Number(FRN): 12892766	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500 Anchorage AK 99503			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 100
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC 602**  
Schedule A

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

**Schedule for Disclosable Interest Holders**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Voice and Data Services, Inc.		3) FCC Registration Number(FRN): 12892840	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500 Anchorage AK 99503			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 34.02
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

**FCC 602**  
Schedule A

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**  
Schedule for Disclosable Interest Holders

Approved by OMB  
3060-0799  
See instructions for  
Public burden estimate

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc.		3) FCC Registration Number(FRN): 3735560	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500 Anchorage AK 99503			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 34.02
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Other: Manager member interest (Voting)		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Alaska Interstate Construction, LLC	Construction	6562839	40
Peak Oilfield Service Company	Oilfield Services and Construction	6562938	50

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
CIRI Alaska Tourism Corp.	Boat tours, Lodging & Tourism	6563068	100
Cook Inlet Region of Georgia, Inc.	Commercial Mobile Radio Services	3735594	100

**FCC 602**  
**Schedule A**

**FCC Ownership Disclosure Information for the**  
**Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): T-Mobile USA, Inc.		3) FCC Registration Number(FRN): 4121760	
4) Disclosable Interest Holder's Address: 12920 SE 38th Street Bellevue WA 98006			
5) Type of Interest in Filer ( ) (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 65.98
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: US DE	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
BCN Communications, LLC	Commercial Mobile Radio Service (PCS)	4227534	100
CIVS IV License Sub I, LLC	Commercial Mobile Radio Service (PCS)	4513834	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cook Inlet/ VS GSM IV PCS, LLC	Commercial Mobile Radio Service (PCS)	4515029	100
Cook Inlet/VS GSM V PCS, LLC	Commercial Mobile Radio Service (PCS)	5746482	100
Cook Inlet/VS GSM VI PCS, LLC	Commercial Mobile Radio Service (PCS)	6213052	100
D&E/Omnipoint Wireless Joint Venture, L.P.	CMRS (PCS) & Int'l Section 214 Global Resale	2146389	100
Eliska Wireless Ventures License Subsidiary I, LLC	Commercial Mobile Radio Service (PCS)	4675773	100
GTE Wireless Cincinnati, LLC	Commercial Mobile Radio Service (PCS)	4205399	100
Iowa Wireless Services Holding Corporation	Commercial Mobile Radio Service (PCS)	2576874	38
Monet Bismarck LHC, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	6291686	11.57
Monet Duluth LHC, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	6309983	11.57
Monet Eau Claire LHC, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	7106149	11.57
Monet Fargo LHC, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	5748454	11.57
Monet Grand Forks LHC, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	6291652	11.57
Monet Sioux Falls, Inc. (Edmund J. Wood, Chapter 11 Bankruptcy Trustee)	Commercial Mobile Radio Service (PCS)	5748439	11.57

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Omnipoint Albany-Schenectady-Glens Falls E License, LLC	Commercial Mobile Radio Service (PCS)	2144962	100
Omnipoint Atlantic City License, LLC	Commercial Mobile Radio Service (PCS)	4236600	100
Omnipoint Boston Area DE License, LLC	Commercial Mobile Radio Service (PCS)	2146199	100
Omnipoint Boston D License, LLC	Commercial Mobile Radio Service (PCS)	2146173	100
Omnipoint Buffalo Area DE License, LLC	Commercial Mobile Radio Service (PCS)	2146124	100
Omnipoint Buffalo-Olean D License, LLC	Commercial Mobile Radio Service (PCS)	2145761	100
Omnipoint Communications Enterprises, LP	Commercial Mobile Radio Service (PCS)	5078894	100
Omnipoint Communications, Inc.	Telephone Maintenance & Experimental Authority	6151179	100
Omnipoint DC Area License Holdings, LLC	Commercial Mobile Radio Service (PCS)	5557558	100
Omnipoint DC-Salisbury D License, LLC	Commercial Mobile Radio Service (PCS)	2146215	100
Omnipoint Dover License, LLC	Commercial Mobile Radio Service (PCS)	4236725	100
Omnipoint Facilities Spectrum 2, LLC	Commercial Mobile Radio Service (PCS)	8191009	100
Omnipoint Holdings, Inc.	Commercial Mobile Radio Service (PCS)	4677209	100



10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Omnipoint Little Rock-El Dorado E License, LLC	Commercial Mobile Radio Service (PCS)	2146314	100
Omnipoint MI-Indiana Area DE License, LLC	Commercial Mobile Radio Service (PCS)	2146298	100
Omnipoint MI-Indiana-Findlay D License, LLC	Commercial Mobile Radio Service (PCS)	2146264	100
Omnipoint MI-Indiana-Lima D License, LLC	Commercial Mobile Radio Service (PCS)	2146231	100
Omnipoint Miami E License, LLC	Commercial Mobile Radio Service (PCS)	2146363	100
Omnipoint NY MTA License, LLC	Commercial Mobile Radio Service (PCS)	2145696	100
Omnipoint New England DE License, LLC	Commercial Mobile Radio Service (PCS)	2144921	100
Omnipoint Philadelphia License, LLC	Commercial Mobile Radio Service (PCS)	4236766	100
Omnipoint Philadelphia-E. Lancaster E License, LLC	CMRS (PCS) & Int'l Section 214 Global Resale	2146108	100
Omnipoint Salina-E. Hutchinson E License, LLC	Commercial Mobile Radio Service (PCS)	2145563	100
Omnipoint St. Louis Area DE License, LLC	Commercial Mobile Radio Service (PCS)	2145969	100
Powertel Atlanta Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1832765	100
Powertel Birmingham Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1832831	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
PowerTel Jacksonville Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1809532	100
PowerTel Kentucky Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1831189	100
PowerTel Knoxville Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1831205	100
PowerTel Memphis Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1832807	100
PowerTel Nashville Licenses, Inc.	Commercial Mobile Radio Service (PCS)	1831221	100
PowerTel, Inc.	CMRS (PCS); international resale; point-to-point microwave	3819356	100
VoiceStream Columbus, Inc f/k/a APT Columbus, Inc.	CMRS (PCS) & Experimental Authority	2837292	100
VoiceStream GSM I License Company, LLC f/k/a Cook Inlet/VoiceStream License Company LLC	Commercial Mobile Radio Service (PCS)	3864618	100
VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS LLC	Commercial Mobile Radio Service (PCS)	1542497	100
VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC	Commercial Mobile Radio Service (PCS)	1542315	100
VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC	Commercial Mobile Radio Service (PCS)	1542307	100
VoiceStream Houston, Inc. f/k/a APT Houston, Inc.	CMRS (PCS) & Experimental Authority	2837276	100
VoiceStream Kansas City, Inc. f/k/a APT Kansas City, Inc.	CMRS (PCS) & Experimental Authority	2837318	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
VoiceStream Minneapolis, Inc.	Commercial Mobile Radio Service (PCS)	2837250	100
VoiceStream PCS BTA I License Corporation	Commercial Mobile Radio Service (PCS)	1565449	100
VoiceStream PCS I License, LLC	Commercial Mobile Radio Service (PCS)/Safety and Security	1565134	100
VoiceStream PCS II License Corporation	Commercial Mobile Radio Service (PCS)	1567783	100
VoiceStream PCS III License Corporation	Commercial Mobile Radio Service (PCS)	1565506	100
VoiceStream PCS LMDS Corporation	Commercial Mobile Radio Service (LMDS)	1565480	100
VoiceStream PV/SS PCS, L.P.	Commercial Mobile Radio Service (PCS)	1605039	100
VoiceStream Pittsburgh, L.P.	Commercial Mobile Radio Service (PCS)	3408150	100
VoiceStream Tampa/Orlando, Inc. f/k/a APT Tampa/Orlando, Inc.	CMRS (PCS) & Experimental Authority	2837334	100
Wireless Alliance, LLC	Commercial Mobile Radio Service (PCS)	2624799	30